

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF FILING QUARTERLY REPORT BY AP SERVICES, LLC
OF COMPENSATION EARNED AND EXPENSES INCURRED
FOR THE PERIOD FROM MARCH 1, 2010 THROUGH MAY 31, 2010**

PLEASE TAKE NOTICE that in accordance with the Amended Order Authorizing the Debtors to Employ and Retain AP Services, LLC as Crisis Managers and to Designate Albert A. Koch as Chief Restructuring Officer, *Nunc Pro Tunc* to the Petition Date [Docket No. 2949], AP Services, LLC (“APS”) is filing the attached quarterly report (the “**Fourth Quarterly Report**”) for compensation earned and expenses incurred for the period March 1, 2010 through May 31, 2010 (the “**Fourth Quarter**”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Fourth Quarterly Report must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed

with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.);

(ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **August 4, 2010** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Fourth Quarterly Report, APS's fees and expenses for the Fourth Quarter shall be deemed to have satisfied the reasonableness standards of sections 330 and 331 of title 11, United States Code.

Dated: New York, New York
July 15, 2010

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**QUARTERLY REPORT BY AP SERVICES, LLC
OF COMPENSATION EARNED AND EXPENSES INCURRED
FOR THE PERIOD FROM MARCH 1, 2010 THROUGH MAY 31, 2010**

Exhibit A – Summary of Compensation and Expenses

Exhibit B – Summary of Professionals and Fees

Exhibit C – Summary of Expenses

Exhibit D – Summary of Services

Dated: July 15, 2010

AP Services, LLC

By: /s/ Albert A. Koch
Albert A. Koch
Authorized Representative
AP Services, LLC
2000 Town Center, Suite 2400
Southfield, MI 48075

AP Services, LLC
Summary of Compensation and Expenses – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

North America			
Period	Fees	Expenses	TOTAL
March 1, 2010 to March 31, 2010	\$3,441,716.30	\$199,734.66	\$3,641,450.96
April 1, 2010 to April 30, 2010	\$2,935,468.63	\$182,325.19	\$3,117,793.82
May 1, 2010 to May 31, 2010	\$2,589,792.75	\$128,500.94	\$2,718,293.69
Total Accrued	\$8,966,977.68	\$510,560.79	\$9,477,538.47
Less: Travel (50%)	(398,577.45)	-	(398,577.45)
Less: Adjustment	(6,057.16)	-	(6,057.16)
Rounding Adj.	2.65	-	2.65
Total Invoiced	\$8,562,345.72	\$510,560.79	\$9,072,906.51

Strasbourg Support			
Period	Fees	Expenses	TOTAL
March 1, 2010 to March 31, 2010	\$107,745.27	\$11,897.61	\$119,642.88
April 1, 2010 to April 30, 2010	\$125,660.54	\$10,045.87	\$135,706.41
May 1, 2010 to May 28, 2010	\$102,736.36	\$8,962.59	\$111,698.95
Total Accrued	\$336,142.17	\$30,906.07	\$367,048.24
Less: Travel (50%)	(24,810.91)	-	(24,810.91)
Less: Adj.	(31.00)	-	(31.00)
Rounding Adj.	-	-	-
Total Invoiced	\$311,300.26	\$30,906.07	\$342,206.33

North America & Strasbourg Support Combined Totals			
Period	Fees	Expenses	TOTAL
March 1, 2010 to March 31, 2010	\$3,549,461.57	\$211,632.27	\$3,761,093.84
April 1, 2010 to April 30, 2010	\$3,061,129.17	\$192,371.06	\$3,253,500.23
May 1, 2010 to May 31, 2010	\$2,692,529.11	\$137,463.53	\$2,829,992.64
Total Accrued	\$9,303,119.85	\$541,466.86	\$9,844,586.71
Less: Travel (50%)	(423,388.36)	-	(423,388.36)
Less: Adjustment	(6,088.16)	-	(6,088.16)
Rounding Adj.	2.65	-	2.65
Total Invoiced	\$8,873,645.98	\$541,466.86	\$9,415,112.84

AP Services, LLC
Summary of Professional Fees – Motors Liquidation Company, et al.¹
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

North America							
Temporary Staff Officer and Director Positions							
Name of Professional	Position Title	2010 Disc. Rate	Mar-10	Apr-10	May-10	Total Hours	Total Compensation
Albert A Koch	President and CEO	\$731.00	106.70	108.70	156.30	371.70	\$271,712.70
Edward J Stenger	Executive Vice President	\$731.00	157.90	114.80	116.30	389.00	\$284,359.00
David F. Head	Vice President	\$603.50	221.10	163.80	187.70	572.60	\$345,564.10
Tom A. Morrow	Vice President	\$603.50	131.20	137.90	123.50	392.60	\$236,934.10
James M. Redwine	Vice President	\$569.50	248.90	228.90	188.20	666.00	\$379,287.00
Christian B. Cook	Vice President	\$527.00	239.20	171.00	142.70	552.90	\$291,378.30
Kyle A. Braden	Vice President, Secretary and CRO	\$493.00	215.90	182.00	206.70	604.60	\$298,067.80
James Selzer	Vice President and Treasurer	\$493.00	225.80	176.60	182.80	585.20	\$288,503.60
Sub-Total			1,546.70	1,283.70	1,304.20	4,134.60	\$2,395,806.60

Temporary Staff							
Name of Professional	APS Position Title	2010 Disc. Rate	Mar-10	Apr-10	May-10	Total Hours	Total Compensation
Carianne J M Basler	Managing Director	\$603.50	205.40	101.70	170.20	477.30	\$288,050.55
Paul Borrusch	Director	\$569.50			3.00	3.00	\$1,708.50
Cliff W. Campbell	Director	\$569.50	6.60			6.60	\$3,758.70
Kurt J. Beckeman	Director	\$527.00	3.30			3.30	\$1,739.10
Timothy Yost	Director	\$527.00	38.00	29.00	19.50	86.50	\$45,585.50
Jamie Lisac	Director	\$527.00	94.20	103.70	137.40	335.30	\$176,703.10
Michael P. Deighan	Director	\$527.00	227.70	199.90	197.10	624.70	\$329,216.90
Mark E. Thorson	Director	\$527.00	161.80	156.00		317.80	\$167,480.60
Bryan Gaston	Director	\$493.00	208.30	175.80	182.80	566.90	\$279,481.70
Susan G. Budd	Director	\$493.00	183.20	133.50	188.30	505.00	\$248,965.00
Afshin Azhari	Director	\$493.00	1.00			1.00	\$493.00
Drew Lockard	Director	\$493.00	217.40	117.40	120.50	455.30	\$224,462.90
John Franks	Director	\$493.00	22.50	16.20	17.80	56.50	\$27,854.50
Richard W. Whitlock	Director	\$493.00	210.70	193.20	192.80	596.70	\$294,173.10
Scott R. Hamilton	Director	\$450.50	242.80	193.10	184.90	620.80	\$279,670.40
Scott Haeger	Director	\$450.50	231.30	240.00	179.60	650.90	\$293,230.45
Kurt J. Kauth	Director	\$450.50	18.60	16.30		34.90	\$15,722.45
Michelle R. Smith	Director	\$450.50	206.10	191.70	156.30	554.10	\$249,622.05
Bill Nowicke	Vice President	\$442.00	209.90	174.40	97.70	482.00	\$213,044.00
Patrick Healy	Vice President	\$442.00	221.50	200.10	145.70	567.30	\$250,746.60
Courtney E. Pozmantier	Vice President	\$442.00	179.80	183.10	128.80	491.70	\$217,331.40

¹ AP Services, LLC (“APS”) may determine, from time to time, to augment its professional staff with independent contractors (each an “Independent contractor”) in these chapter 11 cases. APS’ standard practice is to charge for an Independent Contractor’s services at the rate equal to the compensation provided by APS to such Independent Contractor. APS did not bill time for Independent Contractors during this Staffing Period.

AP Services, LLC
Summary of Professional Fees – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

Temporary Staff							
Name of Professional	APS Position Title	2010 Disc. Rate	Mar-10	Apr-10	May-10	Total Hours	Total Compensation
Robert Losier	Vice President	\$442.00	167.20	193.60	141.10	501.90	\$221,839.80
Alan T. Neuhoﬀ	Vice President	\$442.00	6.90	8.20	7.10	22.20	\$9,812.40
Vispi N. Jilla	Vice President	\$442.00	195.60	178.90	152.10	526.60	\$232,757.20
Evelyn Ni	Vice President	\$399.50	186.30	185.90	161.60	533.80	\$213,253.10
Erick Berreondo	Vice President	\$399.50	225.50	194.80	32.00	452.30	\$180,693.85
J. Timothy Neis	Vice President	\$399.50	200.00	165.40	199.10	564.50	\$225,517.75
Toby A. Deligtisch	Vice President	\$399.50	6.10	8.40	0.50	15.00	\$5,992.50
Chad Tolleson	Vice President	\$399.50	0.40			0.40	\$159.80
Brian Huffman	Vice President	\$399.50	180.40	204.80	188.10	573.30	\$229,033.35
Brian Rosenthal	Vice President	\$335.75	210.20	247.70	182.20	640.10	\$214,913.58
Tony Muzzin	Associate	\$323.00	183.10	173.60	158.00	514.70	\$166,248.10
Matthew Roling	Associate	\$323.00	192.70	188.70	125.80	507.20	\$163,825.60
John Niesen	Associate	\$284.75	1.20			1.20	\$341.70
Josiah Tubbs	Associate	\$272.00	94.60	44.30		138.90	\$37,780.80
Dipes Patel	Associate	\$238.00	197.40	47.40	138.30	383.10	\$91,177.80
Patrick N. Clark	Associate	\$238.00	230.30	216.50	137.20	584.00	\$138,992.00
Alexandra Grifﬃn	Analyst	\$229.50	86.90	32.70	67.10	186.70	\$42,847.65
Brittany M. Teal	Analyst	\$229.50	2.10		3.80	5.90	\$1,354.05
Bobbie J. Phillips	Analyst	\$208.25	244.80	212.00	205.40	662.20	\$137,903.15
Barbara Ferguson	Analyst	\$208.25	1.80	1.10	1.00	3.90	\$812.18
Ketan Mesuria	Analyst	\$208.25	22.10	64.80		86.90	\$18,096.93
Jeff Ivester	Analyst	\$208.25	13.00	2.50		15.50	\$3,227.88
Chris Watts	Analyst	\$208.25	25.50	39.70	104.00	169.20	\$35,235.90
Ben Barr	Analyst	\$208.25	218.50	208.70	181.20	608.40	\$126,699.30
Candice L. Wagner	Analyst	\$208.25	98.50	44.70	69.00	212.20	\$44,190.65
Steve Ray	Analyst	\$195.50	2.80		2.20	5.00	\$977.50
Wally Li	Analyst	\$195.50	11.80	15.45	31.60	58.85	\$11,505.18
Nick Madurkar	Analyst	\$195.50	11.50	9.00	6.00	26.50	\$5,180.75
Stephen Tucker	Paraprofessional	\$161.50	131.60	76.30	58.90	266.80	\$43,088.20
Torrey Jordan	Paraprofessional	\$161.50	172.50	120.30	93.30	386.10	\$62,355.15
Tony Williamson	Paraprofessional	\$161.50	4.30			4.30	\$694.45
Travis Haber	Paraprofessional	\$161.50	74.80	13.30	20.00	108.10	\$17,458.15
Lori Hawkins	Paraprofessional	\$161.50	50.70	13.90	4.60	69.20	\$11,175.80
Natalie P. Meuche	Paraprofessional	\$161.50	72.60	114.60	98.10	285.30	\$46,075.95
Susanna E. Kim	Paraprofessional	\$161.50	179.70	129.50	65.00	374.20	\$60,433.30
Sub Total			6,784.90	5,759.75	4,789.10	17,333.75	\$6,571,171.08
GRAND TOTAL			8,331.60	7,043.45	6,093.30	21,468.35	\$8,966,977.68

AP Services, LLC
Summary of Professional Fees – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

Strasbourg Support*

Temporary Staff									
Name of Professional	APS Position Title	March-10 Rate	April-10 Rate	May-10 Rate	Mar-10	Apr-10	May-10	Total Hours	Total Compensation
Laurent Petizon	Managing Director	\$1,062.95	\$1,045.88	\$ 969.80	29.00	32.00	22.00	83.00	\$85,629.31
Nicolas Deniau	Vice President		\$681.81	\$ 632.21		12.00	6.00	18.00	\$11,974.98
Bruce Conforto	Director	\$620.00	\$620.00	\$ 620.00	2.40	1.80		4.20	\$2,604.00
Reese McNeel	Vice President	\$482.30	\$488.19	\$ 462.50	156.40	169.80	167.80	494.00	\$235,933.88
					187.80	215.60	195.80	599.20	\$336,142.17

**Per Amended Engagement Letter, these rates are not discounted. In addition, fees and associated expenses are paid by General Motors Strasbourg, SAS, a non-debtor foreign subsidiary of Motors Liquidation Company.*

Exhibit C

AP Services, LLC
Summary of Expenses – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

North America					Strasbourg Support				
Expense Categories	Mar-10	Apr-10	May-10	TOTAL	Expense Categories	Mar-10	Apr-10	May-10	TOTAL
Airfare	\$88,133.81	\$88,132.63	\$50,943.20	\$227,209.64	Airfare	\$6,069.98	\$8,193.92	\$3,541.53	\$17,805.43
Cab Fare / Ground Transportation	20,623.09	12,586.01	14,391.25	47,600.35	Bank Charges		74.40	7.14	81.54
Copy Costs (Outside Source)	1,043.29	260.13	52.34	1,355.76	Cab Fare / Ground	1,152.36	665.62	201.83	2,019.81
Computer Supplies/Support	68.89	11.52		80.41	Conference Calls	115.70		11.36	127.06
Conference Calls	2,244.34	1,708.57	1,416.38	5,369.29	Laundry	105.14			105.14
Lodging	52,042.53	44,315.13	33,362.45	129,720.11	Lodging	2,664.12	621.89	4,097.61	7,383.62
Long Distance Calls	65.51	1,225.26	607.42	1,898.19	Meals & Tips	693.20	147.21	654.47	1,494.88
Meals & Tips	8,716.79	8,352.03	5,098.42	22,167.24	Gas/Fuel		115.76		115.76
Meals Engagement Team	6,029.50	4,631.26	5,801.20	16,461.96	Parking & Tolls/Gas		227.07	102.70	329.77
Meeting Expense		1,539.00	380.00	380.00	Train	1,097.11		345.95	\$1,443.06
Mileage	2,066.50	934.74	3,686.40	7,291.90	TOTAL	\$11,897.61	\$10,045.87	\$8,962.59	\$30,906.07
Gas/Fuel	388.89		560.78	1,884.41					
Other	20.00		67.10	87.10					
Postage/Messenger/Courier	1,820.92	1,452.46	1,310.57	4,583.95					
Parking & Tolls	3,092.63	2,966.80	2,848.60	8,908.03					
Research			703.17	703.17					
Rental Car	11,534.32	11,900.23	6,991.44	30,425.99					
Storage	177.69	19.51	39.27	236.47					
Supplies	892.95	1,985.91		2,878.86					
Train	773.01	304.00	240.95	1,317.96					
TOTAL	\$ 199,734.66	\$ 182,325.19	\$ 128,500.94	\$ 510,560.79					

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

The following summary of services includes services performed by APS on behalf of the Debtors during the time period March 1, 2010 through May 31, 2010 (the “Quarterly Period”).

- The Bankruptcy Advisory and Bankruptcy Management Support teams:
 - Created database of asbestos claims to aid actuaries in developing estimate of the value of filed and future asbestos claims.
 - Developed an alternative plan of liquidation (“POL”) structure to ensure prompt resolution of the bankruptcy cases in the event that the existing POL structure cannot be consensually implemented.
 - Developed timeline for POL process including dates for necessary court hearings and time allotment for constituent negotiations.
 - Attended meetings with the United States Department of Labor, Creditors’ Committee and other constituents regarding progress on the POL.
 - Developed and implemented Alternative Dispute Resolution (“ADR”) procedures (defined below) and litigation claim settlements.
 - Negotiated settlement of disputed real property ownership issues with General Motors Company (“NewGM”).
 - Negotiated settlement of ownership of Deutsche Bank receivable asset with NewGM
 - Represented Debtors’ interest in Deutsche Bank set-off claim.
 - Worked with NewGM to allocate responsibility for payment of disputed priority taxes.
 - To date, 70,284 claims with an aggregate value of over \$271 billion have been filed against the Debtors. The Bankruptcy Advisory and Bankruptcy Management Support teams are responsible for managing the flow of information regarding these claims and overseeing the Debtors’ efforts to reduce the value of the claims pool and facilitate distributions to creditors. To further both of these objectives during the Quarterly Period, the Bankruptcy Advisory and Bankruptcy Management Support teams:
 - Continued ongoing review, categorization and matching of filed and scheduled claims.
 - Managed and reconciled claims data received from the Debtors’ claims agent, and engaged in numerous meetings with the claims agent to ensure timely transfer and completeness of information.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Managed the process of identifying objectionable claims and prepared both substantive and procedural objections to non-litigation claims.
 - These efforts have resulted in identification of over 66,000 claims that are or may be the subject of objections by the Debtors.
 - The Debtors filed objections to over 900 additional claims (with an aggregate value of approximately \$3.6 billion) pursuant to 10 omnibus claims objections filed during the Quarterly Period, including objections to duplicative claims, amended and superseded claims, claims with insufficient supporting documentation, claims for which the Debtors are not liable and claims that have been satisfied during the case.
 - To date, the Bankruptcy Court has entered orders approving two of these omnibus objections.
 - The Debtors intend to file additional omnibus claims objections in the coming months.
- Engaged in the evaluation of unliquidated claims in order to quantify the claims and/or appropriately object to the claims.
- Initiated a mailing campaign to solicit liquidated amounts and supporting documentation for hundreds of claims filed in an unliquidated amount by claimants. The results of the mailing campaign will serve as a basis for future claims analysis and objections to unliquidated claims.
- Reconciled filed employee claims to NewGM human resources data, identified splinter union employees who participated in the \$1 billion allowed claim settlement and identified the 91 employees with potential claims against the Debtors.
- Supported and contributed to efforts to negotiate settlements on many breach of contract claims.
- Provided support to the Debtors' accounting team regarding liabilities subject to comprise reports and other reporting needs.
- Produced weekly and monthly reporting package for the Creditors' Committee and the Debtors' Board of Directors.
- Prepared a detailed review of the bankruptcy administration process and the common tools and technologies used for claims resolution that was presented to the Debtors' Board of Directors.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Efforts related to Tax Claims:
 - Worked with NewGM to develop a consensual resolution strategy for priority and secured tax claims consistent with the Master Sale and Purchase Agreement (“MSPA”).
 - Focused efforts on determining the liability of claims that NewGM argued were not related to obligations assumed and assigned to NewGM in the 363 sale.
 - 144 claims totaling \$61 million either expunged by Bankruptcy Court order or consensually withdrawn.
 - Identified hundreds of objectionable tax claims, including:
 - 455 claims totaling \$450 million as obligations belonging to NewGM included in the 17th – 21st omnibus claims objections. These objections are scheduled for hearing on June 29, 2010.
 - 12 additional no liability tax claims totaling \$169 million that will be subject to objection in the future if NewGM cannot resolve the claims.
 - 111 amended or previously satisfied claims totaling \$2.5 billion (includes \$2.45 billion in protective IRS claims) included in the 15th and 16th omnibus claims objections. These objections are also scheduled for hearing on June 29, 2010.
- Accounts Payable claims:
 - Continued efforts to resolve accounts payable claims, resulting in the withdrawal of claims with an aggregate value of approximately \$136 million and identification of more than 270 claims totaling approximately \$250 million that will be included in future claims objections.
- Work performed related to Debt claims:
 - Worked directly with Wilmington Trust to negotiate a stipulation that will expunge the duplicative claims filed by Wilmington Trust and allow the surviving claims. The ordered stipulation will result in \$23.5 billion in claim reductions.
 - Currently working on a stipulation with counsel for the bond holders to resolve disputed claims and allow the remaining claims.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Worked in conjunction with Deutsche Bank and counsel to calculate the correct amounts of the Euro Bond claims.
- Environmental claims:
 - Received 477 environmental proofs of claim to date for an original filed amount of \$7.34 billion.
 - Identified 111 objectionable claims totaling \$2 billion.
 - Assisted counsel with preparation of 502(e)(1)(b) motion for 239 proofs of claims representing an additional \$2 billion.
 - Reviewed 126 environmental claims totaling \$3.34 billion with legal counsel to determine the liquidation valuation of these claims.
- Efforts related to other claims:
 - Prepared analysis and list of late filed claims to better understand the estate's exposure on these claims and formulate a strategy for dealing with these claims.
 - Created analysis of claim classes to support efforts related to plan of liquidation.
 - Created process to track and manage claim transfers received from the Debtors' claims agent.
 - Formulated approach for resolving and reclassifying claims erroneously filed with secured, administrative and/or priority claims.
 - Initiated a letter writing campaign to obtain supporting documentation for claims filed without sufficient documentation. The results of this campaign will assist claim resolution efforts and help establish basis for future claim objections.
- Continued development of the Debtors' website and refined content:
 - Updated Real Estate content to reflect recent sales.
 - Implemented a revised security structure to allow additional levels of and flexibility related to secure user access.
 - Created a claims section in the Secure Data Room for posting of information related to claims and objections.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Created an Asbestos Data section in the Secure Data Room for dissemination of data with actuarial firms.
- The Contracts and Leases team:
 - Collected information for, analyzed, formally rejected and tracked contracts.
 - Interfaced with NewGM managers to complete contract rejection process and systematically update a comprehensive database of rejected contracts.
 - Reviewed contract information provided by NewGM and interfaced with counsel to assess appropriateness of rejecting certain contracts and drive any resolution of open items and settlement negotiations.
 - Generated exhibits for rejection motions.
 - Estimated damages for all rejected contracts in preparation for reconciliation of estimates to filed rejection damage claims.
 - Collected and reviewed rejected contracts for termination clauses, minimum financial obligations and other key factors for estimating potential damage claims.
 - Categorized rejected contracts to allow model to systematically calculate damage estimates based on contract type.
 - Interfaced with counsel and NewGM managers to understand and assess damages on more complex rejected contracts.
 - Worked to finalize a global settlement with equipment lease counterparties that resulted in additional equipment lease assumptions by NewGM and lower damage claims against the Debtors.
 - Analyzed lease contracts for outstanding obligations and potential liabilities following rejection.
 - Worked collaboratively with the Debtors' counsel, NewGM and lessors to ensure that resulting assumption, assignment, and settlement agreements benefit the estate.
 - Reviewed, red-lined and executed final assumption, assignment, and settlement agreements.
 - Supported ongoing efforts to reach a settlement of claims resulting from the rejection of aircraft leases, resulting in a reduction of claims of approximately \$80 million.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Prepared analyses of major supplier and joint venture contract claims, in furtherance of settlement negotiations
 - Validated bases of initial claim, requested and analyzed supporting documentation where required.
 - Collaborated with NewGM managers for historical perspective.
 - Created baseline settlement negotiation stance and worked with bankruptcy counsel to finalize settlements.
 - Identified and prepared analysis for objection to approximately \$60 million of dealer claims.
- The Litigation Claims team
- At the start of the Quarterly Period, there were over 2,800 claims in the litigation category totaling approximately \$98 billion, including products liability, personal injury and wrongful death claims; class action claims; and indemnification and subrogation claims. Currently, the total amount of outstanding litigation claims is \$9 billion -- a reduction of over \$88 billion from the start of the Quarterly Period. To achieve this reduction, the Litigation Claims team:
 - Implemented the Alternative Dispute Resolution Procedures approved by the Bankruptcy Court on February 23, 2010.
 - Coordinated a targeted mailing of notice of the capping procedures to approximately 376 claimants.
 - Reviewed and processed cap offers received from over 500 claimants (including more than 350 unsolicited offers), and identified capped claims associated with 111 litigation matters that were included in the first round of ADR.
 - Acceptance of the capping offers associated with these claims reduced the amount outstanding in the litigation claims category by \$2.56 billion.
 - Identified uncapped claims totaling \$399 million associated with 6 litigation matters that were included in the first round of ADR.
 - Drafted executive summaries of all matters included in first round of ADR and coordinated with defense counsel on preparation of these matters for mediation.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Created numerous memorandums and analyses of the matters included in the first round of ADR to assist in internal evaluation of claims and for dissemination to various audiences, including the Creditors' Committee and the Debtors' Board of Directors.
- Formulated settlement offers for matters selected for first round of ADR, and provided notice of these offers (where required) to the Creditors' Committee.
- Prepared and disseminated ADR notices and settlement offers to claimants selected for first round of ADR.
- Evaluated and responded to counteroffers received as needed, and disseminated revised settlement offers to claimants.
- Assisted the Debtors' bankruptcy counsel in preparing objections to various litigation claims.
 - To date, over 280 litigation claims with an aggregate value of more than \$99 billion have already been expunged by order of the Bankruptcy Court.
- Negotiated withdrawal of over 50 claims totaling \$1 billion.
- Managed the Debtors' litigation database and coordinated transfer of information between the database and claims register, which required daily updates to the database, interaction with NewGM's legal department, the Debtors' defense counsel, and the claims processing team.
- Evaluated unliquidated claims and solicited liquidated amounts from approximately 240 claimants with fully unliquidated claims.
 - Liquidated 109 claims so far.
 - Commenced calling campaign to obtain liquidated amounts from additional claimants.
- Worked with the Debtors' bankruptcy counsel to formulate a strategy for resolution of various class action claims, including:
 - Negotiated a settlement of the Bryant class action claim.
 - Assisted with preparation of objections to other class action claims.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- The Communications team:
 - Managed the Debtors' call center which received over 2,550 inquiries via voicemail, email and written correspondence during the Quarterly Period. To that end, members of the Communications team:
 - Reviewed and logged all inquiries received.
 - Answered approximately 400 inquiries (15% of the total inquiries received during the Quarterly Period) pertaining to the ADR process, including many complex inquiries regarding the capping process, ADR designations, and settlement offers made in ADR.
 - As part of this process, members of the Communications team prepared and reviewed extensive scripting, and engaged in various team conference calls and meetings regarding the status of the ADR process and appropriate responses to ADR inquiries.
 - Responded to shareholder and bondholder issues (approximately 250 inquiries or 10% of total inquiries pertained to investor matters), including tax reporting issues for declaration of capital losses on stocks and bonds; obtaining cost basis for securities; the process for selling securities; payment of accrued interest on bonds after the bankruptcy filing; the securities class action settlement; annual reports; shareholder meetings; and the expected timing and pricing of NewGM's IPO.
 - Fielded inquiries from counsel and the media regarding the resolution of environmental claims and the Debtors' long-term plan for environmental remediation.
 - Replied to inquiries on numerous other topics, including the bar date and claims process; the claim liquidation and insufficient documentation letter writing campaigns; omnibus claims objections; payback of government loans by NewGM; acquisition of the Debtors' real estate; insurance company subrogation claims; and tax reporting questions from former employees.
 - Managed technical aspects of the call center to keep call center up and running, including ensuring the functionality of telephone lines and appropriate storage of data.
- The Fee Management team:
 - Reviewed and approved monthly invoices of retained and ordinary course professionals.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Prepared ongoing analysis of retention and invoicing expense for retained professionals.
 - Prepared professional fee budgets.
 - Prepared APS monthly invoices.
 - Prepared APS Monthly Staffing Reports and Quarterly Fee Reports for filing with the Court.
 - Interacted with retained professionals and Fee Examiner to assist parties in the evaluation of the First Interim Fee Applications.
- The Risk Management team continued management of insurance related matters:
- Recovered \$1.5 million from the Georgia Second Injury Trust Fund related to workers compensation benefits paid.
 - Analyzed workers compensation exposure in the four default states (AL, GA, OK and NJ) and identified potential sources of recovery.
 - Successfully placed general liability coverage for vacant land properties.
 - Initiated general liability renewal process with Aon to replace existing coverage that expires on July 9, 2010.
 - Responded to Aon information requests regarding general liability placement. Refined comprehensive property listing and researched site-specific security features (24 hour guard, fences, etc.)
 - Reviewed Fuci crime claim proof of loss for potential recovery to the Debtors. Analyzed supporting documents to determine viability of claim.
 - Reviewed employee data requests and worked with NewGM, where appropriate, to respond to requests.
 - Reviewed workers' compensation related claims and worked with NewGM to identify claims for objection in non-default states.
 - Reviewed insurance related claims and worked with counsel to facilitate resolution of the claims.
 - Worked with Aon and NewGM to implement a collateral split for the surety bonds that remain with the Debtors.
 - Reviewed related assumption and assignment documents.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Initiated process to transfer accounts to MLC with various financial institutions and related surety providers.
- Obtained court approval of surety bond collateral retention by the Debtors.
- The Environmental Matters team:
 - Continued to ensure compliance with environmental laws and regulations at various sites.
 - Prepared cost estimates in support of settlement proposal for owned sites and certain non-owned sites.
 - Held meetings with federal and state environmental agencies to gain consensus on cost estimates.
 - Furthered discussions with U.S. Treasury Department (“UST”), Environmental Protection Agency (“EPA”) and U.S. Department of Justice regarding structure of post-confirmation environmental trust.
 - Gave presentation on cost estimating for owned and certain non-owned sites to UST, EPA and US Department of Labor, resulting in adoption of consensus cost estimates by federal agencies
 - Continued work with federal agencies resulting in public announcement of federal framework for resolution of the Debtors’ environmental issues (approved by Federal agencies and endorsed by President Obama).
 - Developed cost, budget and progress review system.
 - Re-evaluated invoice and budgeting process to streamline and simplify to reduce estate costs associated with environmental monitoring for site activities; updated laboratory testing and data management processes; renegotiated laboratory testing contract to secure more advantageous pricing and restructure testing process.
 - Developed agreement in principle with NewGM regarding the removal of foundry sand at Saginaw Metal Casting Operations, and the removal of soil at the Bedford, Indiana site.
 - Completed transition site walkthrough processes for Grand Rapids Stamping facility and sections of Pontiac North.
 - Continued environmental support for the Debtors’ demolition work to ensure regulatory compliance.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

-
- Accumulated materials for outstanding environmental data held with third parties in order to support the Asset Management and Redevelopment team's due diligence efforts.
 - Completed American Society for Testing and Materials Phase I Environmental Site Assessments for 29 sites.
 - Investigated and supported the identification of properties not originally included in the MSPA; currently working with NewGM to determine final resolution of these properties.
 - Settled environmental subcontractor and general contractor prepetition billing dispute and avoided filing of administrative claims by these parties.
 - Negotiated new master service agreements with the Debtors' four largest environmental consulting firms, resulting in an aggregate 7% reduction in labor rates and withdrawal of unsecured claims totaling approximately \$23 million.
 - Filed biennial hazardous waste reports with Michigan Department of Natural Resources and Environment.
 - Met with EPA Region V and Indiana Department of Environmental Management to discuss the Debtors' responsibilities and activities at owned Indiana sites.
 - Worked with NewGM to address and comply with Resource Conservation and Recovery Act ("RCRA") annual reporting requirements for transition sites.
 - Renewed all RCRA and above ground/underground storage tank insurance policies.
 - Completed additional cost and remedial strategy refinements resulting in updated environmental remediation activity estimate.
 - Continued discussions with NewGM on coordination of clean-up responsibility for sites undergoing decommissioning and for lease-back sites.
 - Performed corrective action work across applicable sites, including meetings with regulators as required.
 - Updated 2010 environmental forecast for operation, maintenance & monitoring and remediation and investigation spend.
 - Established location and processing requirements for storage of environmental project files and documents per regulatory order requirements for owned sites.
- The Asset Management and Redevelopment team:

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

-
- Engaged in a continuing open dialogue with the Presidential Task Force on the Auto Industry, Automotive Communities Task Force, the EPA, the UST and local economic development groups to discuss potential property reuse and job creation opportunities.
 - Finalized purchase contract for Wilmington Assembly Plant to Fisker Automotive; awaiting approval of sale from UST.
 - Executed sale agreements for Pittsburgh Stamping, Lordstown Excess Land and 6560 Cass Avenue; sales pending.
 - Closed on the sale of one property in Bedford, Indiana and one in Milford, Michigan for a total of 6 property sales closed to date. Purchase contract signed for the sale of one additional property in Bedford, Indiana.
 - Conducted ongoing management and reduction of holding costs, including reduction in utility costs and vendor renegotiations for properties remaining with the Debtors.
 - Coordinated with NewGM regarding subdivision and separation sites; survey and title work for these sites is ongoing.
 - Sold approximately \$3 million in manufacturing and equipment (“M&E”) assets; approximately \$4.5 million in total M&E assets have been sold to date.
 - Massena Powertrain: conducted sales of approximately \$500,000 through private sale liquidations and project additional sales of \$400,000 from future auctions. Project should net \$750,000 after cleaning and testing.
 - Moraine Assembly Plant: team has conducted liquidation of M&E totaling \$1.2 million.
 - Willow Run: conducted M&E sales in de-commissioned area of the facility. \$300,000 in sale proceeds so far.
 - Pontiac Centerpoint Campus West: proceeds from liquidation and auction of M&E assets totaled approximately \$800,000.
 - Assisted in creation of executive summary documents for Michigan properties for project Phoenix, a program developed by Governor Granholm to highlight available commercial land and buildings.
 - Created due diligence database on 58 properties to provide information to prospective buyers; current progress is 80% complete.
 - Demolition activities:

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Romulus Engineering Center: demolition awarded to Adamo Demolition Group, with a rebate to the estate of \$450,000; demolition is 80% complete.
 - Pontiac Employee Development Center: demolition awarded to Adamo Demolition Group; demolition is 50% complete.
 - Flint North Plants 36 & 38: demolition bid out to approved demolition vendor list.
 - Massena Power Train: demolition bid out to approved demolition vendor list.
 - Worked extensively with EPA Region 2 in the development of bid specifications.
 - Interfaced with counsel and Environmental Matters team to address EPA consent order terms and conditions.
 - Kicked-off Facility Environmental Assessments for Grand Rapids Metal Center & Mansfield Metal Center to support future demolition projects
 - Continued to work with counsel on prosecution of the adversary proceeding against MCM and resolution of MCM's lien claims.
- GM Strasbourg ("GMS") team:
- In support of sale process, conducted due diligence with 3 potential buyers:
 - Held multiple site visits and management presentations for each buyer.
 - Responded to buyer diligence requests and managed data room to ensure common information was provided to all potential buyers.
 - Supported buyer development of detailed business plans.
 - Facilitated negotiations with NewGM and potential buyers to negotiate intellectual property and production supply agreements.
 - Reviewed and evaluated multiple options from each buyer.
 - Selected buyer and entered into non-binding term sheet.
 - Developed timeline of major milestones required for successful close in conjunction with buyer.
 - Coordinated communications activities related to Strausbourg sale.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Advised and assisted the management of GMS in monitoring business performance against budget.
 - Advised and assisted GMS management in the pursuit of new business opportunities through support of negotiation strategies and financial projections
 - In support of BMW litigation, gathered supporting data and conducted direct communications & negotiations with BMW on behalf of the Debtors.
 - Advised and assisted the management in cash management activities and update of financial forecasts.
 - Advised and assisted the management of GMS in the use of a Mandataire ad Hoc to support discussion with key GMS stakeholders.
 - Conducted discussions with key French government agencies on behalf of the Debtors and in coordination with NewGM management.
- The Finance and Accounting team:
- Prepared and updated draft corporate governance policies.
 - Prepared weekly cash receipts and disbursements reports.
 - Prepared monthly and year-to-date actual to wind-down budget variance analysis reports.
 - Prepared variance and professional fee analyses for monthly presentations to the Creditors' Committee.
 - Developed and revised drafts of presentation materials regarding financial projections for the POL, prepared materials detailing the assumptions underlying the projections, and created schedules and analyses as requested by outside parties.
 - Managed allocation and investment of cash and cash equivalents investments portfolio.
 - Continued to consolidate bank accounts and cash management functions into the Debtors' master funding and disbursement accounts.
 - Prepared and filed Monthly Operating Reports with the Bankruptcy Court for January, February, March, and April.
 - Developed and filed with the Bankruptcy Court rule 2015 Report (non-debtor financial information) as of March 31, 2010

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Coordinated and oversaw professional fee payments to ensure compliance with applicable rules and Bankruptcy Court orders.
- Prepared retained professional payment analysis for fee examiner.
- Researched and responded to multiple vendor inquiries.
- Managed communications with creditors regarding financial information, including information about 1) financial results, 2) claims reconciliation, and 3) asset dispositions.
- Finalized negotiations and documentation with the Economic Development of Canada (“EDC”) regarding unwinding of locomotive lease in El-Mo III.
- Continued to develop in house capabilities for items previously provided by NewGM under Transition Services agreement including porting of 2009 monthly subsidiary entries.
- Developed customized cash disbursement, cash receipts and tax compliance reports.
- Successfully implemented fixed asset sub-ledger (FAS); imported more than 70,000 fixed asset records.
- Reconciled book and tax information from NewGM’s fixed asset sub-ledger to FAS.
- Continued development of detailed procedures for accounting, treasury, environmental, professional fees and asset sale functions.
- Continued daily administrative and oversight responsibilities for Motors Holding dealerships and established processes to support final dissolution of entities.
- Continued the wind down and dissolution of the one remaining Saturn dealership, Lou Sob Saturn, identified recoveries and developed creditor plan.
- Attained additional recoveries of \$1.96 million from the dissolution of inactive entities.
- Continued to negotiate and settle multiple numerous dealership legal issues.
- Managed income tax, property tax, and sales/use tax compliance after termination of tax services under the Transition Services Agreement.
- Oversaw development of 2009 A-period (January – July 10, 2009) Federal income tax return.

AP Services, LLC
Summary of Services – Motors Liquidation Company, et al.
f/k/a General Motors Corp., et al.
March 1, 2010 through May 31, 2010

- Completed negotiations for property tax proration with NewGM on the assets retained by the Debtors.
 - Advised and assisted GMS management in managing a significant French tax audit with a potential exposure exceeding €20 million (\$27 million) which was resolved favorably.
 - Continued discussions and negotiations with state and local taxing jurisdictions in an attempt to reduce the Debtors' substantial property tax burden.
 - Continued review of tax issues that could be created in POL, and initiated steps to manage and or eliminate possible cash tax exposures.
 - Continued the process necessary to eventually obtain an IRS Private Letter Ruling which will eliminate potential Federal income tax issues related to the POL.
 - Continued to manage the wind-down of Vector SCM do Brazil Ltda. and Vector SCM Mexico S. de R.L. de CV.
 - Developed plans and analysis to support the Debtors' proposed POL trust structure for all finance, administration, and other support activities.
 - Continued to work with NewGM to properly separate surety bonds and cash collateral in compliance with the Master Sale and Purchase Agreement.
- The Management team:
- Assisted in coordinating issue identification, risk mitigation and work plan development across all work streams and regions.
 - Led negotiations with Federal agencies.
 - Reviewed and approved MLC commitments in purchasing, remediation, demolition and other areas.
 - Managed executive team and legal counsel in the execution of the bankruptcy.
 - Managed executive team in real estate, environmental, property management, equipment disposition, finance and accounting and GM Strasbourg in discharging operational priorities.